

Agnes Haller

Suzanne Henderson

**NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVERS LICENSE NUMBER.**

### **Third Amendment to Oil and Gas Lease and Consent to Pooling**

STATE OF TEXAS                   §  
  §       KNOW ALL MEN BY THESE PRESENTS:  
COUNTY OF TARRANT         §

Mira Lagos East Mineral Partners, Ltd., Mira Lagos Mineral Partners, Ltd., Hanover Energy Partners, Ltd., Marbella Partners, Ltd., Mira Lagos Development, L.P., La Ensenada Partners No. 1, Ltd., La Ensenada Partners No. 2, Ltd., Mira Lagos Section B Partners, Ltd., Mira Lagos Section E Partners, Ltd., Mira Lagos Section G Partners, Ltd., ML Bella Vista II Partners, Ltd., and Mozley Acquisition and Development Partners, L.P., (collectively the "Lessors"), whose address is c/o Hanover Property Company, 5950 Berkshire Lane, Suite 1200, Dallas, Texas 75225, executed an Oil and Gas Lease dated February 24, 2006 (the "Lease"), a Memorandum of which is recorded as Document No. D206066083 in the Official Public Records of Tarrant County, Texas, in favor of XTO Energy Inc. ("Lessee"), whose address is 810 Houston Street, Fort Worth, Texas 76102.

Lessors executed an Amendment ("First Amendment") to Oil and Gas Lease dated December 8, 2006, which is recorded as Document No. D207043948 in the Official Public Records of Tarrant County, Texas, adding acreage to the land covered by the Lease, as more particularly described in the Amendment.

Lessors executed an Amendment to Oil and Gas Lease and Consent to Pooling (the "Second Amendment") October 17, 2007, which is recorded as Document No. D208020080 in the Official Public Records of Tarrant County, Texas, consenting to the creation of the Barksdale A Unit (the "Barksdale Unit"), containing approximately 272.393 acres, more or less, and amending Section 9 of the Lease concerning retained acreage, as more particularly described in the Second Amendment.

Lessor and Lessee desire to further amend the Lease by consenting to the enlargement of the Barksdale Unit to include up to 325 acres, more or less, by pooling any leases covering the land within the unit as generally described and depicted on attached Exhibit A attached hereto.

NOW, THEREFORE, for Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee hereby agree as follows:

**D208435241**

Lessor hereby consents to the enlargement of the Barksdale Unit to include up to 303.754 acres, more or less, and to the pooling of that portion of the Lease and land covered by the Lease and the First Amendment that lies within the Barksdale Unit with the other lands and leases included in the enlarged Barksdale Unit depicted on Exhibit A, in accordance with the terms of the Lease and the Second Amendment as amended hereby. This consent to enlarge the Barksdale Unit is limited to the Barksdale Unit. All other provisions contained in the Lease and Amendments shall remain in full force and effect.

This Amendment shall be binding upon and inure to the benefit of the parties hereto, and their successors and assigns.

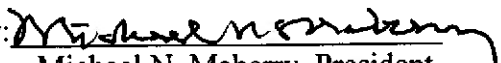
This instrument is dated effective October 21, 2008.

LESSORS:

Mira Lagos East Mineral Partners, Ltd.,  
a Texas limited partnership


By: ML East GP Partners, Ltd., a Texas  
limited partnership, its general partner

By: Hanover Development Company, a  
Texas corporation, its general partner

By:   
Michael N. Maberry, President


Mira Lagos Mineral Partners, Ltd.,  
a Texas limited partnership

By: Hanover Services, Group, Inc.,  
a Texas corporation, its general partner

By:   
Michael N. Maberry, President

Hanover Energy Partners, Ltd.,  
a Texas limited partnership

By: Hanover Development Company,  
a Texas corporation, its general partner

By:   
Michael N. Maberry, President

Marbella Partners, Ltd.,  
a Texas limited partnership

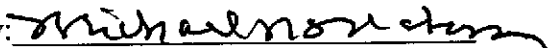
By: MLE Residential GP Partners, Ltd., a  
Texas limited partnership, its general partner

By: Hanover Development Company, a  
Texas corporation, its general partner

By:   
Michael N. Maberry, President

Mira Lagos Development, L.P.,  
a Texas limited partnership

By: Hanover Services Group, Inc.,  
a Texas corporation, its general partner

By:   
Michael N. Maberry, President

La Ensenada Partners No. 1, Ltd.,  
a Texas limited partnership

By: Hanover Services Group, Inc.,  
a Texas corporation, its general partner

By:   
Michael N. Maberry, President

La Ensenada Partners No. 2, Ltd.,  
a Texas limited partnership

By: Hanover Development Company,  
a Texas corporation, its general partner

By:   
Michael N. Maberry, President

Mira Lagos Section B Partners, Ltd.,  
a Texas limited partnership

By: Hanover Services Group, Inc.,  
a Texas corporation, its general partner

By:   
Michael N. Maberry, President

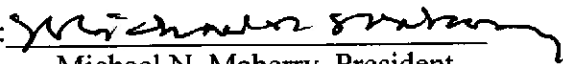
Mira Lagos Section E Partners, Ltd.,  
a Texas limited partnership

By: Hanover Services Group, Inc.,  
a Texas corporation, its general partner

By:   
Michael N. Maberry, President

Mira Lagos Section G Partners, Ltd.,  
a Texas limited partnership

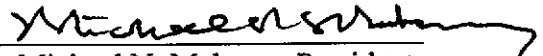
By: Hanover Services Group, Inc.,  
a Texas corporation, its general partner

By:   
Michael N. Maberry, President

ML Bella Vista II Partners, Ltd.,  
a Texas limited partnership

By: ML Bella Vista II-GP, Ltd., a  
Texas limited partnership, its general partner

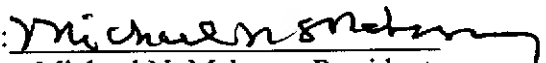
By: Hanover Services Group, Inc., a  
Texas corporation, its general partner

By:   
Michael N. Maberry, President

Mozley Acquisition and Development Partners,  
L.P., a Texas limited partnership

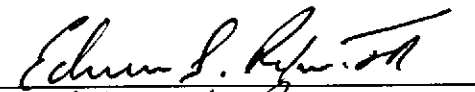
By: Mozley-GP Partners, Ltd., a Texas limited  
partnership, its general partner

By: Hanover Services Group, Inc., a  
Texas corporation, its general partner

By:   
Michael N. Maberry, President

LESSEE:

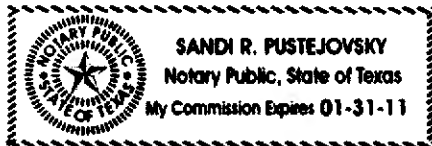
XTO Energy Inc, a Delaware corporation

51 By:   
Name: Edwin S. Ryan Sr.  
Title: Sr. VP Land Administration

THE STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on October 21, 2008, by Michael N. Maberry, President of Hanover Development Company, a Texas corporation, general partner of ML East GP Partners, Ltd., a Texas limited partnership, general partner of **Mira Lagos East Mineral Partners, Ltd.**, a Texas limited partnership, on behalf of said limited partnership.

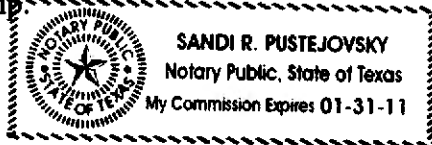


Sandi R. Pustejovsky  
Notary Public, State of Texas

THE STATE OF TEXAS

COUNTY OF DALLAS

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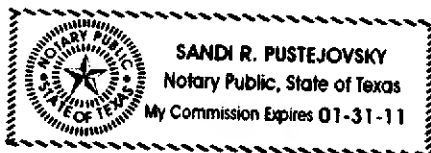


Sandi R. Pustejovsky  
Notary Public, State of Texas

THE STATE OF TEXAS

COUNTY OF DALLAS

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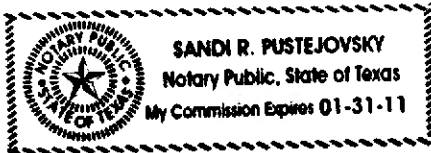


Sandi R. Pustejovsky  
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THE STATE OF TEXAS

COUNTY OF DALLAS

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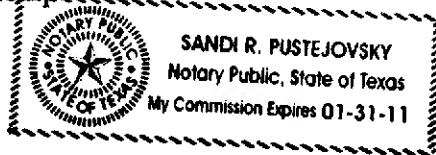


Sandi R. Pustejovsky  
Notary Public, State of Texas

THE STATE OF TEXAS

COUNTY OF DALLAS

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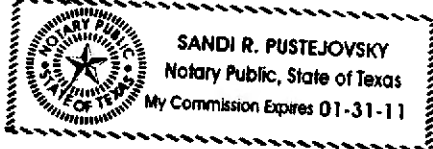


Sandi R. Pustejovsky  
Notary Public, State of Texas

THE STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on October 21, 2008, by Michael N. Maberry, President of Hanover Services Group, Inc., a Texas corporation, general partner of **La Ensenada Partners No. 1, Ltd.**, a Texas limited partnership, on behalf of said limited partnership.



Sandi R. Pustejovsky  
Notary Public, State of Texas

THE STATE OF TEXAS

COUNTY OF DALLAS

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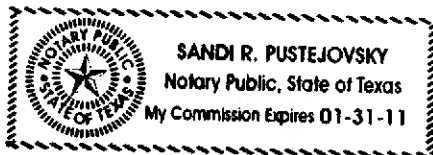


Sandi R. Pustejovsky  
Notary Public, State of Texas

THE STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on October 21, 2008, by Michael N. Maberry, President of Hanover Services Group, Inc., a Texas corporation, general partner of **Mira Lagos Section B Partners, Ltd.**, a Texas limited partnership, on behalf of said limited partnership.

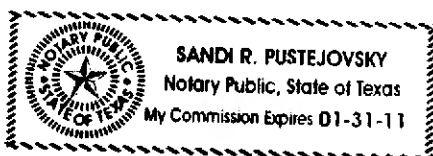


Sandi R. Pustejovsky  
Notary Public, State of Texas

THE STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on October 21, 2008, by Michael N. Maberry, President of Hanover Services Group, Inc., a Texas corporation, general partner of **Mira Lagos Section E Partners, Ltd.**, a Texas limited partnership, on behalf of said limited partnership.



Sandi R. Pustejovsky  
Notary Public, State of Texas



THE STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on October 21, 2008, by Michael N. Maberry, President of Hanover Services Group, Inc., a Texas corporation, general partner of **Mira Lagos Section G Partners, Ltd.**, a Texas limited partnership, on behalf of said limited partnership.

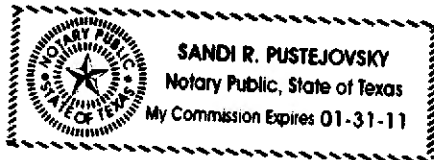


Sandi R. Pustejovsky  
Notary Public, State of Texas

THE STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on October 21, 2008, by Michael N. Maberry, President of Hanover Services Group, Inc., a Texas corporation, general partner of ML Bella Vista II-GP, Ltd., a Texas limited partnership, general partner of **ML Bella Vista II Partners, Ltd.**, a Texas limited partnership, on behalf of said limited partnership.

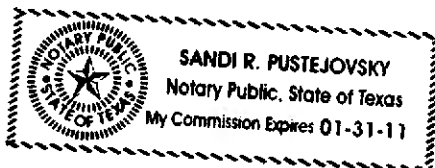


Sandi R. Pustejovsky  
Notary Public, State of Texas

THE STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on October 21, 2008, by Michael N. Maberry, President of Hanover Services Group, Inc., a Texas corporation, general partner of Mozley-GP Partners, Ltd., a Texas limited partnership, general partner of **Mozley Acquisition and Development Partners, Ltd.**, a Texas limited partnership, on behalf of said limited partnership.



Sandi R. Pustejovsky  
Notary Public, State of Texas

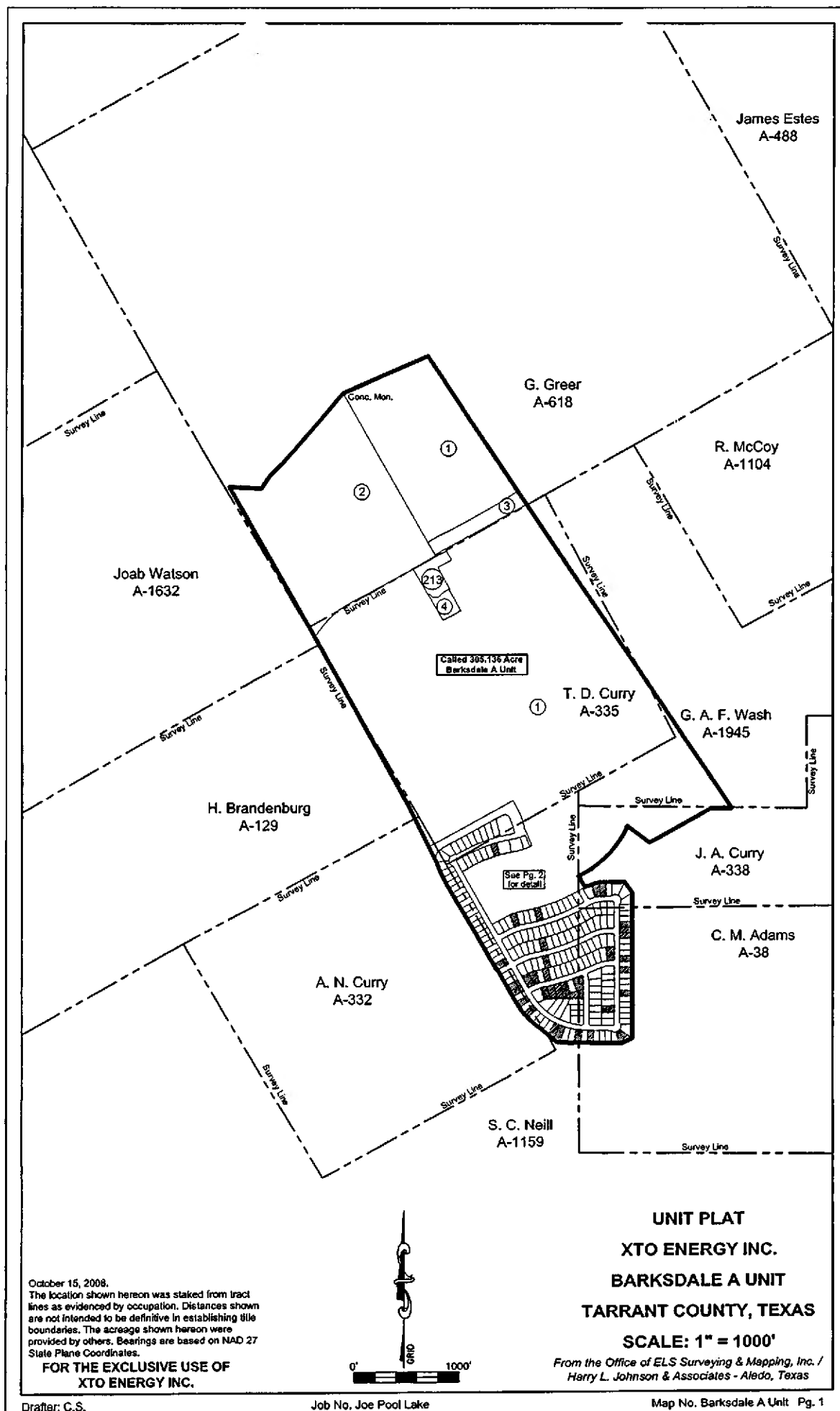
THE STATE OF TEXAS

COUNTY OF TARRANT

This instrument was acknowledged before me on <sup>Nov.</sup> ~~October~~ 21<sup>st</sup>, 2008, by  
Edwin S. Ryan Jr., Sr VP and Alm. of XTO Energy, Inc., a Delaware  
corporation, on behalf of the corporation.

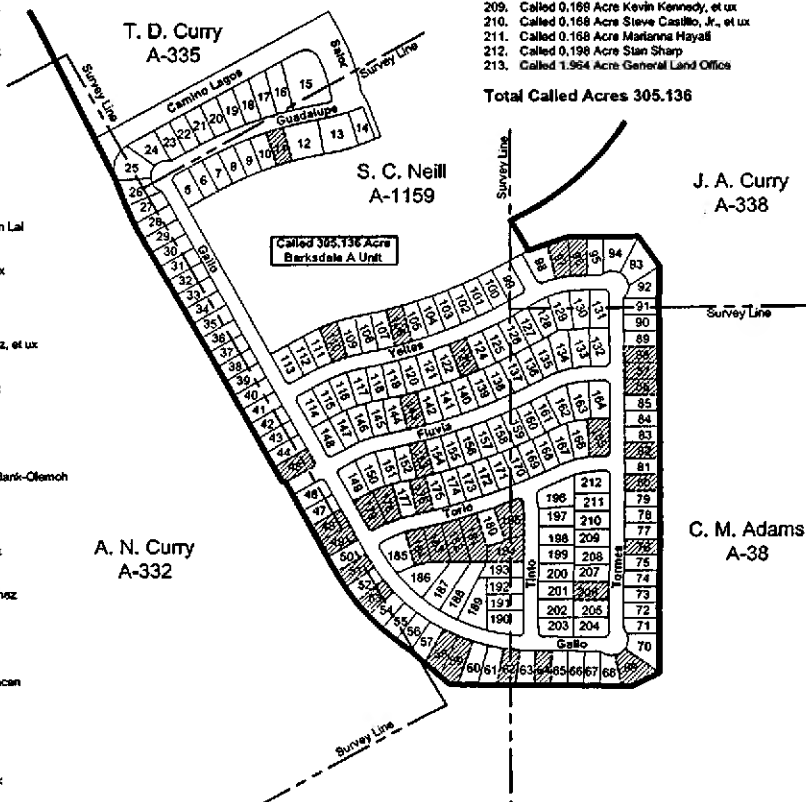
Elizabeth L. Rogers  
Notary Public, State of Texas

238130v1



1. 210.507 acres of the Called 781.606 Acre M. East Mineral Partners, Ltd., et al
2. 49.704 acres of the Called 71.450 Acre Keep A Steppin,
3. 3.131 acres of the Called 5.805 Acre Zack M. Mozley,
4. Called 1.051 Acre Thomas L. Rudener, et ux,
5. Called 0.180 Acre Oscar Reyna
6. Called 0.182 Acre Clayton Claunch, et ux
7. Called 0.158 Acre Jason Supriz, et ux
8. Called 0.158 Acre Rosalind D. Hamell
9. Called 0.158 Acre Laura Blackburn
10. Called 0.158 Acre Brenda Brozke
11. Open of Lease
12. 0.323 acres of the Called 1.057 Acre RH of Texas Limited Part.
13. Called 0.316 Acre GIMAC Model Home Finance, LLC
14. 0.189 acres of the Called 1.057 Acre RH of Texas Limited Part.
15. 0.565 acres of the Called 1.057 Acre RH of Texas Limited Part.
16. Called 0.230 Acre Morris Lili Davila and Jorge Azuara
17. Called 0.208 Acre Michael A. Kelley, et ux
18. Called 0.192 Acre Brian Overton, et ux
19. Called 0.178 Acre Wesley Hatfield, et ux
20. Called 0.170 Acre Desmond Dupres, et ux
21. Called 0.165 Acre Henry G. Campbell, III
22. Called 0.160 Acre Shawn Pratt, et ux
23. Called 0.158 Acre Lydia L. Torres
24. Called 0.210 Acre Brut Caswell, et ux
25. Called 0.258 Acre Jason E. and Shawanna M. Borney
26. Called 0.234 Acre Aaron King
27. Called 0.185 Acre Carlos A. Cruz, et ux
28. Called 0.179 Acre Jeffrey Elam, et ux
29. Called 0.180 Acre David W. White
30. Called 0.1797 Acre Biskaly Paulino, et vir
31. Called 0.178 Acre Chris Adams, et ux
32. Called 0.152 Acre John M. Phron, et ux
33. Called 0.175 Acre James Dagley, et ux
34. Called 0.174 Acre Hany Lofy
35. Called 0.173 Acre Shawn W. Pratt, et ux
36. Called 0.171 Acre Shaun S. Barnes, et ux
37. Called 0.172 Acre Colby T. Hardeman, et ux
38. Called 0.168 Acre Joshua Ritor, et ux
39. Called 0.171 Acre Numan Harpin, et ux
40. Called 0.169 Acre Nations Premier Properties, LLC
41. Called 0.169 Acre Jayson Prouty, et ux
42. Called 0.169 Acre Felipe P. Garcia
43. Called 0.169 Acre Kevin Chassa, et ux
44. Called 0.169 Acre Richard J. Shuldiner, et ux
45. Open of Lease
46. Called 0.184 Acre Steven Malkoy Nannil, et ux
47. Called 0.170 Acre Dabris J. Finney
48. Open of Lease
49. Open of Lease
50. Called 0.165 Acre Leon C. Read, et ux
51. Open of Lease
52. Called 0.164 Acre Joseph L. Williams, et ux
53. Open of Lease
54. Called 0.187 Acre Winston Sloan, et ux
55. Called 0.163 Acre Shawn Cavanaugh, et ux
56. Called 0.160 Acre Yolanda A. Urbasz
57. Called 0.175 Acre Jada E. Gordon
58. Open of Lease
59. Open of Lease
60. Called 0.210 Acre Alberto Delgado, et ux
61. Called 0.184 Acre Nathan E. Davis, et ux
62. Open of Lease
63. Called 0.161 Acre Robert J. Soaz, et ux
64. Open of Lease
65. Called 0.163 Acre Michael J. Linort
66. Called 0.151 Acre Monica V. Wilson
67. Called 0.157 Acre Marco & Guadalupe Colin Lal
68. Called 0.152 Acre Brian K. Graziop, et ux
69. Open of Lease
70. Called 0.1625 Acre Marcos Castellanos, et ux
71. Called 0.150 Acre Michael Florentino, et ux
72. Called 0.151 Acre Kirk R. Smith, et ux
73. Called 0.151 Acre Sidney D. Palmer, et ux
74. Called 0.151 Acre Jeffrey Green, et ux
75. Called 0.151 Acre Michael Anthony Martinez, et ux
76. Open of Lease
77. Called 0.151 Acre Ronda Sherrill
78. Called 0.151 Acre Jonathan D. Moore, et ux
79. Called 0.151 Acre Ryan Murray
80. Open of Lease
81. Called 0.151 Acre Ronald S. Cremer, et ux
82. Open of Lease
83. Called 0.151 Acre Christopher Brady
84. Called 0.151 Acre Obafemi O. & Olufunke Bank-Otemoh
85. Called 0.155 acre Matthew W. Fahay
86. Open of Lease
87. Open of Lease
88. Open of Lease
89. Called 0.154 Acre Richard E. Parks, II, et ux
90. Called 0.154 Acre Robert Keck, et ux
91. Called 0.154 Acre Jacob A. Valdez, et ux
92. Called 0.192 Acre Ector, Jr. & Joshua Martinez
93. Called 0.247 Acre David A. Lopez, et ux
94. Called 0.244 Acre Brad S. Stark
95. Called 0.167 Acre Leonard J. Katz, et ux
96. Open of Lease
97. Open of Lease
98. Called 0.205 Acre Charles C. Llewellyn-Duncan
99. Called 0.172 Acre Guy L. Miller, et ux
100. Called 0.158 Acre Richard Englen
101. Called 0.158 Acre Joaquin M. Martinez
102. Called 0.158 Acre Jeffrey T. Meyers, et ux
103. Called 0.158 Acre Eric Ramoe
104. Called 0.154 Acre Wayne Grazetti, et ux
105. Called 0.158 Acre Christopher Galtier, et ux
106. Open of Lease
107. Called 0.158 Acre Henry Patton, et ux
108. Called 0.147 Acre Karen Weems
109. Called 0.159 Acre Mario Gradiz, et ux
110. Open of Lease
111. Called 0.161 Acre Robert Lizzensold
112. Called 0.162 Acre Jose Crossa, et ux
113. Called 0.177 Acre Kenneth Joyner, et ux
114. Called 0.180 Acre Christopher G. Gibbins, et ux
115. Called 0.180 Acre Timothy N. Tatum, et ux
116. Called 0.168 Acre Shradler L. Carr
117. Called 0.182 Acre James Clark, et ux
118. Called 0.158 Acre Derek Chivers, et al
119. Called 0.172 Acre Vanessa Charles
120. Called 0.165 Acre Joan M. O'Connor, et vir
121. Called 0.165 Acre George Hernandez, et ux
122. Called 0.166 Acre P. Chyba
123. Open of Lease
124. Called 0.192 Acre Jesse B. Fox, Jr., et ux
125. Called 0.186 Acre Leonardo Sbardotto, et ux
126. Called 0.189 Acre John J. Hughes, et ux
127. Called 0.180 Acre Stephen Y. Carey, et ux
128. Called 0.181 Acre Anne Edwards
129. Called 0.185 Acre Ronald A. Roble, et ux
130. Called 0.165 Acre Andres Plator, et vir
131. Called 0.165 Acre Abdul Kadir Saleem, et ux
132. Called 0.195 Acre Derrick Justice, et ux
133. Called 0.197 Acre Jachin L. Gibbs
134. Called 0.191 Acre John Miles, et ux
135. Called 0.171 Acre Jennifer Dominguez, et vir
136. Called 0.181 Acre Jose L. Gonzalez
137. Called 0.182 Acre Niki Meyers
138. Called 0.178 Acre Curtis V. Fleischer, et ux
139. Called 0.184 Acre Brad D. Santa, et ux
140. Called 0.167 Acre Yasmine Harb, et vir
141. Called 0.168 Acre Bryon Ding
142. Called 0.172 Acre Luciano J. Otano, Jr. and Laura Rivera
143. Open of Lease
144. Called 0.176 Acre Alton Derek Jones, et ux
145. Called 0.148 Acre Jeffrey Elam, et ux
146. Called 0.143 Acre Jerry L. Pea, Jr., et ux
147. Called 0.161 Acre Gregory & Laura Riddle
148. Called 0.181 Acre Charles Messamore, et ux
149. Open of Lease
150. Called 0.1894 Acre Ahmed U. Mustaque Shahid, et ux
151. Called 0.189 Acre Michael Blane, et ux
152. Called 0.154 Acre Christopher Rose, et ux
153. Called 0.204 Acre Ray De Los Reyes, Jr., et ux
154. Called 0.158 Acre P. Chyba
155. Called 0.156 Acre Susan Ackerson, et ux
156. Called 0.151 Acre Richard Shuldiner, et ux
157. CL .154 Acre Timothy Ray Taylor, et ux
158. Called 0.206 Acre Leonard J. Katz, et ux
159. Called 0.198 Acre Paul Gray, et ux
160. Called 0.188 Acre Leonard J. Katz, et ux
161. Called 0.153 Acre James Burkhead, et ux
162. Called 0.155 Acre Kimbelyn Pateman
163. Called 0.150 Acre Art Soto
164. Called 0.150 Acre David M. Craig, et ux
165. Open of Lease
166. Called 0.183 Acre Felipe Arredondo, et ux
167. Called 0.181 Acre Randolph A. Lopez, et ux
168. Called 0.151 Acre Richard J. Shuldiner, et ux
169. Called 0.152 Acre Timothy L. Boyte & Gene R. Goodwin
170. Called 0.154 Acre Jeremy Spence, et ux
171. Called 0.159 Acre Hector Valadez, et ux
172. Called 0.160 Acre Warren Keith Waters
173. Called 0.154 Acre Brian Mulkey, et ux
174. Called 0.153 Acre Kimberly J. Frazier
175. Called 0.167 Acre Aaron R. Matthew, et ux
176. Open of Lease
177. Called 0.158 Acre Aaron D. Gajkowski, et ux
178. Open of Lease
179. Open of Lease
180. Called 0.178 Acre Jim Johnson, et ux
181. Open of Lease
182. Open of Lease
183. Open of Lease
184. Open of Lease
185. Called 0.243 Acre Gerald Anderson, et ux
186. Called 0.283 Acre Jason Houston, et ux
187. Called 0.267 Acre Willie J. Chu, et ux
188. Called 0.284 Acre Shawn Pratt, et ux
189. Called 0.259 Acre David Farmworth, et ux
190. Called 0.230 Acre Madina Jefferson
191. Called 0.161 Acre Tommie J. Hodges, et ux
192. Called 0.161 Acre Randy Johnson, et ux
193. Called 0.191 Acre Allen B. Bourque, et ux
194. Open of Lease
195. Open of Lease
196. Called 0.176 Acre Joyce E. Dorsey, et ux
197. Called 0.181 Acre Kristin Dallager
198. Called 0.267 Acre Peter Chen
199. Called 0.174 Acre Rosemeade Equity Partners, LP
200. Called 0.172 Acre Joss Gonzalez
201. Called 0.175 Acre David L. Smith, et ux
202. Called 0.174 Acre John A. Czerwinski, et ux
203. Called 0.185 Acre Jeffery Cash, et ux
204. Called 0.187 Acre Kevin W. Czerwinski, et ux
205. Called 0.1694 Acre Savio J. O'souza, et ux
206. Open of Lease
207. Called 0.168 Acre Robert C. Ekihi, Jr., et ux
208. Called 0.168 Acre Octavio Macias, et ux
209. Called 0.168 Acre Kevin Kennedy, et ux
210. Called 0.168 Acre Steve Castillo, Jr., et ux
211. Called 0.168 Acre Marianna Hayash
212. Called 0.198 Acre Stan Sharp
213. Called 1.994 Acre General Land Office

Total Called Acres 305.136



UNIT PLAT

XTO ENERGY INC.

BARKSDALE A UNIT

TARRANT COUNTY, TEXAS

SCALE: 1" = 500'

From the Office of ELS Surveying & Mapping, Inc. /  
Harry L. Johnson & Associates - Alledo, Texas

October 15, 2008.

The location shown hereon was staked from tract lines as evidenced by occupation. Distances shown are not intended to be definitive in establishing title boundaries. The acreage shown hereon were provided by others. Bearings are based on NAD 27 State Plane Coordinates.

FOR THE EXCLUSIVE USE OF  
XTO ENERGY INC.

Drafter: C.S.

Job No. Joe Pool Lake

Map No. Barksdale A Unit Pg. 2